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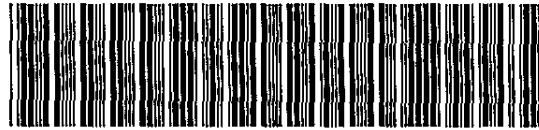
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2006 APR 27 AM 8:34

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FRANK WOTITZKY
LEO WOTITZKY
OF COUNSEL

April 17, 2006

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Amendment to Fred Lang Foundation, Inc.
N00000002941**

Gentlemen:


Enclosed please find Articles of Amendment to the Articles of Incorporation of Fred Lang Foundation, Inc. The Articles of Amendment revise the provisions of the Articles regarding membership and composition of the Board of Directors.

Also enclosed please find our check in the amount of \$42.75 as and for the filing fee and fee for a certified copy.

We appreciate your consideration with respect to this filing.

Very truly yours,

WOTITZKY, WOTITZKY, ROSS, GOLDMAN,
STURGES & TUTTLE, P.A.



Edward L. Wotitzky

ELW/plp
Enclosures

**Articles of Amendment
to
Articles of Incorporation
of
Fred Lang Foundation, Inc.**

FILED
2006 APR 27 AM 8:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are made to the Articles of Incorporation of FRED LANG FOUNDATION, INC., a Florida not-for-profit corporation, pursuant to the provisions of Section 617.1006 of the Florida Statutes as follows;

1. The name of the corporation is: FRED LANG FOUNDATION, INC.
2. Article VI of the Articles of Incorporation is amended to read as follows (words deleted are ~~stricken through with hyphens~~ and words added are underlined):

ARTICLE VI - MEMBERS

This corporation is organized upon a non-stock basis.

There shall be various classes of Members of this corporation. The only voting Members shall be Members of its Board of Directors. Other classes of Members, which shall not have voting rights shall be determined from time to time by the Board of Directors. ~~The sole class of members of this corporation shall be its Board of Trustees.~~ The qualification for members/~~trustees~~ Directors and the manner of their admission shall be regulated by the Bylaws.

The Members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any Member on the dissolution or winding-up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

3. Article VIII of the Article of Incorporation is amended to read as follows (words deleted are ~~stricken through with hyphens~~ and words added are underlined):

ARTICLE VIII - TRUSTEES DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of ~~Trustees~~ Directors. The number of ~~Trustees~~ Directors shall initially be three (3); provided, however, that such number may be increased as provided by the Bylaws, but shall not be greater than ~~nine (9)~~ twenty-five (25) Members nor less a than three (3).

The names and residence addresses of the persons who are to serve as the initial ~~Trustees~~ Directors are:

Name

Address

Margaret C. Lang

115 S.E. Graham
Port Charlotte, FL 33952

Michael J. Sofilka

1449 Newton Street
Port Charlotte, FL 33952

Teri Ashley

c/o Charlotte Sun Herald
23170 Harborview Road
Charlotte Harbor, FL

The method of election of ~~Trustees~~ Directors shall be as stated in the Bylaws.

4. Article XI of the Articles of Incorporation is amended to read as follows (words deleted are ~~stricken through with hyphens~~ and words added are underlined):

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the ~~trustees~~ Directors.

5. The date of the adoption of the foregoing Amendments was the 11th day of April, 2006.

6. There are no Members or Members entitled to vote on the Amendments. The Amendments were duly adopted by the Board of Trustees or Board of Directors of the corporation.

IN WITNESS HEREOF, the undersigned has hereto set her hand and the seal of the corporation this 25th day of April, 2006.

FRED LANG FOUNDATION, INC.

By: Margaret C. Lang
Margaret C. Lang, President

(Affix Seal)

State of Florida
County of Charlotte

The foregoing Articles of Amendment were acknowledged before me this 25th day of April, 2006, by MARGARET C. LANG, the President of FRED LANG FOUNDATION, INC., a Florida not-for-profit corporation, on behalf of the said corporation. She is personally known to me ~~or produced~~ as identification.

My commission expires:



Sandra Mershon Benkner
Notary Public

Printed Name of Notary

Commission number